

Final Terms for Securities

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**BANK OF IRELAND MORTGAGE BANK**  
**Issue of €500,000,000 2.75 per cent. Mortgage Covered Securities due 22 March 2018**  
**under the €15,000,000,000 Mortgage Covered Securities**  
**Programme**

THE SECURITIES (AS DESCRIBED HEREIN) ARE MORTGAGE COVERED SECURITIES ISSUED IN ACCORDANCE WITH THE ASSET COVERED SECURITIES ACT, 2001 OF IRELAND (AS AMENDED, THE "ACT"). THE ISSUER HAS BEEN REGISTERED BY THE CENTRAL BANK OF IRELAND AS A DESIGNATED MORTGAGE CREDIT INSTITUTION PURSUANT TO THE ACT. THE FINANCIAL OBLIGATIONS OF THE ISSUER UNDER THE SECURITIES ARE SECURED ON THE COVER ASSETS THAT COMPRISE A COVER ASSETS POOL MAINTAINED BY THE ISSUER IN ACCORDANCE WITH THE ACT.

This document constitutes the Final Terms relating to the issue of Securities described herein.

**PART A — CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Securities (the **Conditions**) set forth in the base prospectus dated 17 August 2012 and the Supplements dated 5 October 2012 and 14 March 2013 which together constitute a base prospectus (the **Base Prospectus**) for the purposes of the Prospectus Directive and relevant Irish laws. This document (the **Final Terms**) constitutes the final terms of the Securities described herein for the purposes of article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus.

The Base Prospectus is available for viewing during normal business hours at New Century House, Mayor Street Lower, I.F.S.C, Dublin 1, Ireland and [www.bankofireland.com/about-boi-group/investor-relations/debt-investors/prospectus/](http://www.bankofireland.com/about-boi-group/investor-relations/debt-investors/prospectus/) and copies may be obtained from New Century House, Mayor Street Lower, I.F.S.C, Dublin 1, Ireland.

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|----|------|---|-------------------------------|
| 1. | (a)  | Issuer:                                       | Bank of Ireland Mortgage Bank |
| 2. | (a)  | Series Number:                                | 39                            |
|    | (b)  | Tranche Number:                               | 1                             |
|    | (c)  | Date on which the Securities become fungible: | Not Applicable                |
| 3. |      | Specified Currency or Currencies:             | EURO ("EUR")                  |
| 4. | (a)  | Aggregate Nominal Amount of Securities:       |                               |
|    | (i)  | Series:                                       | EUR 500,000,000               |
|    | (ii) | Tranche:                                      | EUR 500,000,000               |

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|-----|---|---|
| 5.  | Issue Price:  | 99.655 per cent. of the Aggregate Nominal Amount  |
|     | (a) Net proceeds (Required only for listed issues):                 | EUR 497,150,000   |
|     | (b) Specify whether expenses or taxes will be charged to investors: | No  |
| 6.  | Specified Denominations:  | EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No Securities in definitive form will be issued with a denomination above EUR 199,000. |
| 7.  | Issue Date:   | 22 March 2013   |
| 8.  | Maturity Date:  | 22 March 2018   |
| 9.  | Extended Maturity Date:   | Applicable  |
|     | (See Conditions 4(d) and 6(h))                                      | The Extended Maturity Date is 22 March 2019.  |
| 10. | Interest Commencement Date:   |   |
|     | (a) Period to Maturity Date:  | 22 March 2013   |
|     | (b) Period from Maturity Date up to Extended Maturity Date:         | 22 March 2018   |
| 11. | Interest Basis:   |   |
|     | (a) Period to Maturity Date:  | 2.75 per cent. Fixed Rate<br>(further particulars specified at 14(i), 14(a)(i), 15(i), 15(d)(i) and 16 below)   |
|     | (b) Period from Maturity Date up to Extended Maturity Date:         | 1 Month EURIBOR +1.90 per cent. Floating Rate<br>(further particulars specified at 14(ii), 14(a)(ii), 15(ii) and 15(d)(ii))   |
| 12. | Redemption Basis:   | Redemption at par   |
| 13. | Put/Call Options:   | (further particulars specified at 17 and 18 below)  |

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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|-----|---|----------------|
| 14. | Fixed Rate Security Provisions:                       |                |
|     | (i) To Maturity Date:                                 | Applicable     |
|     | (ii) From Maturity Date up to Extended Maturity Date: | Not Applicable |
|     | (a) Rate(s) of Interest:                              |                |

- (i) To Maturity Date: 2.75 per cent. per annum payable annually in arrear.
    - (ii) From Maturity Date up to Extended Maturity Date: Not Applicable
  - (b) Interest Payment Date(s):
    - (i) To Maturity Date: 22 March in each year up to and including the Maturity Date
    - (ii) From Maturity Date up to Extended Maturity Date: Not Applicable
  - (c) Fixed Coupon Amount(s):
    - (i) To Maturity Date: EUR 27.50 per EUR 1,000 of principal amount
    - (ii) From Maturity Date up to Extended Maturity Date: Not Applicable
  - (d) Broken Amount(s):
    - (i) To Maturity Date: Not Applicable
    - (ii) From Maturity Date up to Extended Maturity Date: Not Applicable
  - (e) Day Count Fraction:
    - (i) To Maturity Date: Actual/Actual (ICMA)
    - (ii) From Maturity Date up to Extended Maturity Date: Not Applicable
  - (f) Determination Date(s):
    - (i) To Maturity Date: 22 March in each year
    - (ii) From Maturity Date up to Extended Maturity Date: Not Applicable

15. Floating Rate Security Provisions:

- (i) To Maturity Date: Not Applicable
    - (ii) From Maturity Date up to Extended Maturity Date: Applicable
  - (a) Interest Period(s)/Specified Interest Payment Dates:
    - (i) To Maturity Date: Not Applicable
    - (ii) From Maturity Date up to Extended Maturity Date: The 22<sup>nd</sup> day of each month
  - (b) Business Day Convention:

- |     |  |   |   |
|-----|--|---|---|
|     | (i)  | To Maturity Date:                                   | Not Applicable  |
|     | (ii)   | From Maturity Date up to<br>Extended Maturity Date: | Modified Following Business Day<br>Convention   |
| (c) | Additional Business Centre(s):   |   |   |
|     | (i)  | To Maturity Date:                                   | Not Applicable  |
|     | (ii)   | From Maturity Date up to<br>Extended Maturity Date: | Not Applicable  |
| (d) | Manner in which the Rate(s) of<br>Interest and Interest Amount(s) is to<br>be determined:                                      |   |   |
|     | (i)  | To Maturity Date:                                   | Not Applicable  |
|     | (ii)   | From Maturity Date up to<br>Extended Maturity Date: | Screen Rate Determination   |
| (e) | Party responsible for calculating the<br>Rate(s) of Interest and Interest<br>Amount(s) (if not the Principal<br>Paying Agent): |   |   |
|     | (i)  | To Maturity Date:                                   | Not Applicable  |
|     | (ii)   | From Maturity Date up to<br>Extended Maturity Date: | Not Applicable  |
| (f) | Screen Rate Determination:   |   |   |
|     | (i)  | To Maturity Date:                                   | Not Applicable  |
|     | (ii)   | From Maturity Date up to<br>Extended Maturity Date: | Applicable  |
|     | •  | Reference Rate:                                     | 1 Month EURIBOR.  |
|     | •  | Interest Determination Date(s):                     | The Second day on which the<br>TARGET2 System is open prior to<br>the start of each Interest Period |
|     | •  | Relevant Screen Page:                               | Reuters EURIBOR1  |
| (g) | ISDA Determination:  |   |   |
|     | (i)  | To Maturity Date:                                   | Not Applicable  |
|     | (ii)   | From Maturity Date up to<br>Extended Maturity Date: | Not Applicable  |
| (h) | Margin(s):   |   |   |
|     | (i)  | To Maturity Date:                                   | Not Applicable  |
|     | (ii)   | From Maturity Date up to<br>Extended Maturity Date: | +1.90 per cent per annum  |



	(i)	Minimum Rate of Interest:	
	(i)	To Maturity Date:	Not Applicable
	(ii)	From Maturity Date up to Extended Maturity Date:	Not Applicable
	(j)	Maximum Rate of Interest:	
	(i)	To Maturity Date:	Not Applicable
	(ii)	From Maturity Date up to Extended Maturity Date:	Not Applicable
	(k)	Day Count Fraction:	
	(i)	To Maturity Date:	Not Applicable
	(ii)	From Maturity Date up to Extended Maturity Date:	Actual/360
16.		Zero Coupon Security Provisions:	Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

17.	Issuer Call: (as referred to in Condition 6 (b))	Not Applicable
18.	Investor Put: (as referred to in Condition 6 (c))	Not Applicable
19.	Final Redemption Amount of each Security:	EUR 100,000 plus EUR 1,000 per EUR 1,000 of principal amount in excess of EUR 100,000 principal amount.

#### GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

20.	Form of Securities, Issue Procedures and Clearing Systems:	Bearer Securities: Temporary Bearer Global Security exchangeable for a Permanent Bearer Global Security which is exchangeable for definitive Bearer Securities only upon an Exchange Event
21.	New Global Note:	Yes
22.	Additional Financial Centre(s) or other special provisions relating to Payment Dates:	Not Applicable
23.	Talons for future Coupons or Receipts to be attached to definitive Bearer Securities (and dates on which such Talons mature):	No

24. Details relating to Instalment Securities:
- |      |                       |                |
|------|-----------------------|----------------|
| (i)  | Instalment Amount(s): | Not Applicable |
| (ii) | Instalment Date(s):   | Not Applicable |
25. Whether Condition 5(h) applies: Condition 5(h) not applicable

## RESPONSIBILITY

The Issuer accepts the responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: \_\_\_\_\_  
Duly authorised



## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- |      |   |   |
|------|---|---|
| (i)  | Listing:  | Application has been made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the regulated market of the Irish Stock Exchange and listed on its Official List with effect from 22 March 2013. |
| (ii) | Estimate of total expenses related to admission to trading: | EUR 500   |

### 2. RATINGS

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|----------|--|
| Ratings: | The Securities to be issued have been rated:<br><br>Moody's: Baa3<br>DBRS: A (low) |
|----------|--|

### 3. YIELD (*Fixed Rate Securities only*)

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|---------------------|--|
| Indication of yield | 2.825 per cent.<br><br>Calculated on the basis of the coupon rate, length of time to maturity, and market price. It assumes that coupon interest paid over the life of the Security is reinvested at the same rate.<br><br>The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield. |
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### 4. OPERATIONAL INFORMATION

- |       |  |   |
|-------|--|---|
| (i)   | ISIN Code:<br>Common Code:   | XS0907907140<br>090790714   |
| (ii)  | Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): | Not Applicable  |
| (iii) | Delivery:  | Delivery against payment  |
| (iv)  | Names and addresses of additional Paying Agent(s) (if any):  | Not Applicable  |
| (v)   | Intended to be held in a manner which would allow Eurosystem eligibility:  | Yes.<br>Note that the designation "yes" does not necessarily mean that the Securities will be recognised as eligible collateral for |

Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem's eligibility criteria.

The Securities will be deposited upon issue with one of the ICSDs as common safe-keeper.

## 5. DISTRIBUTION

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|---|---|
| (i) Method of Distribution:   | Syndicated  |
| (ii) If syndicated, names of Co-Lead Managers:                                  | <p>Deutsche Bank Aktiengesellschaft<br/>Grosse Gallusstrasse 10-14<br/>60272 Frankfurt am Main<br/>Germany</p> <p>Morgan Stanley &amp; Co. International plc<br/>25 Cabot Square<br/>Canary Wharf<br/>London E14 4QA<br/>United Kingdom</p> <p>Natixis<br/>30 avenue Pierre Mendés France<br/>75013 Paris<br/>France</p> <p>The Royal Bank of Scotland plc<br/>135 Bishopsgate<br/>London EC2M 3UR<br/>United Kingdom</p> |
| (iii) Stabilising Dealer (if any):  | Deutsche Bank   |
| (iv) If non-syndicated, names of relevant Dealer:                               | Not Applicable  |
| (v) Commission Payable/Selling Concession:                                      | 0.2250%   |
| (vi) Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable: | TEFRA D   |
| (vii) Additional selling restrictions:  | Not Applicable  |